Form **990-PF**

Department of the Treasury
Internal Revenue Service

Change of Accounting Period

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 2/1/2012 **, and ending** 1/30/2013

Name of foundation: MANNING FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 101N Indepndence Mall E MACY1372-06

Room/suite:

City or town, state, and ZIP code: Philadelphia PA 19106-2112

A Employer identification number: 76-6105634

B Telephone number (see instructions): (888) 730-4933

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,321,158

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	51,369	46,594		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	136,989			
	b	Gross sales price for all assets on line 6a 993,599				
	7	Capital gain net income (from Part IV, line 2)		136,989		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,364	3,364		
	12	**Total.** Add lines 1 through 11	191,722	186,947	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	49,095	24,548		24,548
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	600			600
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	808	808		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	195	195		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	50,698	25,551	0	25,148
	25	Contributions, gifts, grants paid	85,784			85,784
	26	**Total expenses and disbursements.** Add lines 24 and 25	136,482	25,551	0	110,932
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	55,240			
	b	**Net investment income** (if negative, enter -0-)		161,396		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	18,226	19,597	19,597
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	435,957		
	c	Investments—corporate bonds (attach schedule)	35,000		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,346,963	1,864,924	2,301,561
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,836,146	1,884,521	2,321,158
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,836,146	1,884,521	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,836,146	1,884,521	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,836,146	1,884,521	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,836,146
2	Enter amount from Part I, line 27a	2	55,240
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	414
4	Add lines 1, 2, and 3	4	1,891,800
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	7,279
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,884,521

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	136,989
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	107,676	2,256,322	0 047722
2010	99,325	2,146,258	0 046278
2009	117,142	1,934,742	0 060547
2008	147,515	2,485,396	0 059353
2007	144,303	3,073,300	0 046954

2 **Total** of line 1, column (d)	2	0.260854
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052171
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,225,169
5 Multiply line 4 by line 3	5	116,089
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,614
7 Add lines 5 and 6	7	117,703
8 Enter qualifying distributions from Part XII, line 4	8	110,932

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,228
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,228
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,228
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 271		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	271
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,957
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indepndence Mall E MACY1372-062 Phil	Trustee 4 00	31,095		
GERARD G STAFFORD, JR 7606 BURNING HILLS DR HOUSTON, TX 770	CO-TRUSTEE 1 00	9,000		
NANCY S ROBINSON 1 LONG TIMBERS LANE HOUSTON, TX 7702	CO-TRUSTEE 1 00	9,000		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,227,028
b	Average of monthly cash balances	1b	32,027
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,259,055
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,259,055
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	33,886
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,225,169
6	**Minimum investment return.** Enter 5% of line 5 MIR Prorated - Short Year	6	111,258

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	111,258
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,228		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,228
3	Distributable amount before adjustments Subtract line 2c from line 1			3	108,030
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	108,030
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	108,030

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	110,932
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	110,932
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	110,932

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				108,030
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			85,784	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 110,932				
a	Applied to 2011, but not more than line 2a			85,784	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				25,148
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				82,882
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	85,784
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,369	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	136,989	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	3,364	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		191,722	0

13 Total. Add line 12, columns (b), (d), and (e) 13 191,722

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John A Schantz SVP Wells Fargo Bank N.A. | 5/16/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		5/16/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
RACE FOR THE CURE					
Street					
5433 WESTHEIMER RD SUITE 325					
City		**State**	**Zip Code**	**Foreign Country**	
HOUSTON		TX	77056		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
RETINA RESEARCH FOUNDATION					
Street					
1977 BUTLER BOULEVARD					
City		**State**	**Zip Code**	**Foreign Country**	
HOUSTON		TX	77030		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					20,000

Name					
BROOKWOOD COMMUNITY					
Street					
1752 FM 1489					
City		**State**	**Zip Code**	**Foreign Country**	
BROOKSHIRE		TX	77423		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					55,784

Name					
BAYLOR COLLEGE OF MEDICINE					
Street					
ONE BAYLOR PLAZA					
City		**State**	**Zip Code**	**Foreign Country**	
HOUSTON		TX	77030		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	348		Capital Gains/Losses	993,599	856,610	136,989
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ALLERGAN INC	018490102			12/6/2011		4/3/2012	665	589				0	76
2	X	ALLERGAN INC	018490102			12/6/2011		10/11/2012	93	84				0	9
3	X	AMAZON COM INC COM	023135106			8/25/2009		2/16/2012	2,893	1,355				0	1,538
4	X	AMAZON COM INC COM	023135106			8/25/2009		10/11/2012	2,439	847				0	1,592
5	X	APPLE INC	037833100			4/29/2008		2/16/2012	6,020	2,101				0	3,919
6	X	APPLE INC	037833100			4/3/2012		10/11/2012	630	627				0	3
7	X	APPLE INC	037833100			4/29/2008		10/11/2012	3,777	1,050				0	2,727
8	X	ARTIO GLOBAL HIGH INCOME	04315J860			9/1/2010		4/3/2012	37 928	39,984				0	-2,056
9	X	CARNIVAL CORP	143658300			8/14/2009		2/2/2012	6,445	6,322				0	123
10	X	CARNIVAL CORP	143658300			11/18/2010		2/2/2012	1,983	2,691				0	-708
11	X	CATAMARAN CORP	148887102			4/3/2012		10/11/2012	1,111	859				0	252
12	X	CATAMARAN CORP	148887102			4/3/2012		1/28/2013	105	78				0	27
13	X	COMPANHIA DE BEBIDAS-PRI	20441W203			4/1/2011		10/11/2012	281	205				0	76
14	X	COMPANHIA DE BEBIDAS-PRI	20441W203			4/1/2011		1/28/2013	3,934	2,545				0	1,389
15	X	CONCHO RESOURCES INC	20605P101			1/3/2012		4/3/2012	206	195				0	11
16	X	CONCHO RESOURCES INC	20605P101			1/3/2012		10/11/2012	93	98				0	-5
17	X	COSTCO WHOLESALE CORP	22160K105			4/3/2012		10/11/2012	199	182				0	17
18	X	COMPANHIA DE BEBIDAS-PRI	232996512			4/1/2011		6/21/2012	6	0				0	6
19	X	DANAHER CORP	235851102			2/18/2010		4/3/2012	111	75				0	36
20	X	DANAHER CORP	235851102			2/18/2010		10/11/2012	168	113				0	55
21	X	DIAGEO PLC - ADR	25243Q205			4/1/2011		4/3/2012	196	154				0	42
22	X	DIAGEO PLC - ADR	25243Q205			4/1/2011		10/11/2012	113	77				0	36
23	X	DIAGEO PLC - ADR	25243Q205			10/25/2010		1/28/2013	2,686	1,729				0	957
24	X	DIAGEO PLC - ADR	25243Q205			1/10/2011		1/28/2013	1,402	902				0	500
25	X	DIAGEO PLC - ADR	25243Q205			1/22/2010		1/28/2013	4,205	2,482				0	1,723
26	X	EATON VANCE FLOATING RA	277911491			6/15/2011		4/3/2012	15,593	15,657				0	-64
27	X	ECOLAB INC	278865100			9/3/2010		4/3/2012	62	49				0	13
28	X	ECOLAB INC	278865100			9/3/2010		10/11/2012	191	148				0	43
29	X	EXXON MOBIL CORPORATIO	30231G102			5/15/2009		2/29/2012	3,234	2,068				0	1,166
30	X	EXXON MOBIL CORPORATIO	30231G102			1/1/1950		2/29/2012	2,535	450				0	2,085
31	X	EXXON MOBIL CORPORATIO	30231G102			4/3/2012		10/11/2012	5,846	5,500				0	346
32	X	EXXON MOBIL CORPORATIO	30231G102			1/1/1950		10/11/2012	274	46				0	228
33	X	FMC TECHNOLOGIES INC	30249U101			8/6/2010		8/15/2012	10,001	6,689				0	3,312
34	X	FMC TECHNOLOGIES INC	30249U101			11/10/2010		8/15/2012	1,698	1,411				0	287
35	X	CELGENE CORP COM	151020104			9/11/2008		4/3/2012	552	492				0	60
36	X	CELGENE CORP COM	151020104			9/11/2008		10/11/2012	234	211				0	23
37	X	COACH INC	189754104			9/20/2011		4/3/2012	770	602				0	168
38	X	COACH INC	189754104			9/20/2011		10/11/2012	54	60				0	-6
39	X	COCA COLA CO	191216100			4/3/2012		10/11/2012	267	258				0	9
40	X	COGNIZANT TECH SOLUTION	192446102			5/13/2011		4/3/2012	76	77				0	-1
41	X	COGNIZANT TECH SOLUTION	192446102			5/13/2011		1/28/2013	156	153				0	3
42	X	COMPANHIA DE BEBIDAS-PRI	20441W203			4/1/2011		4/3/2012	85	58				0	27
43	X	FMC TECHNOLOGIES INC	30249U101			1/3/2012		8/15/2012	3,208	3,572				0	-364
44	X	FMC TECHNOLOGIES INC	30249U101			4/3/2012		8/15/2012	283	301				0	-18
45	X	FASTENAL CO	311900104			1/29/2010		4/3/2012	429	167				0	262
46	X	FASTENAL CO	311900104			1/29/2010		10/11/2012	184	83				0	101
47	X	GOLDMAN SACHS GROUP IN	38141G104			10/25/2010		10/9/2012	9,676	12,902				0	-3,226
48	X	GOOGLE INC	38259P508			4/29/2008		4/3/2012	642	559				0	83
49	X	GOOGLE INC	38259P508			5/22/2008		4/3/2012	642	550				0	92
50	X	HMS HLDGS CORP	40425J101			11/10/2010		4/3/2012	94	62				0	32
51	X	HMS HLDGS CORP	40425J101			11/10/2010		10/11/2012	221	164				0	57
52	X	HUSSMAN STRATEGIC GROW	448108100			9/1/2010		1/28/2013	49,087	62,436				0	-13,349
53	X	HUSSMAN STRATEGIC GROW	448108100			6/15/2011		1/28/2013	6,217	7,374				0	-1,157
54	X	INTERCONTINENTALEXCHAN	45865V100			4/29/2008		4/3/2012	138	152				0	-14
55	X	INTERCONTINENTALEXCHAN	45865V100			4/29/2008		10/11/2012	129	152				0	-23
56	X	INTERCONTINENTALEXCHAN	45865V100			4/29/2008		1/28/2013	135	152				0	-17
57	X	INTUIT COM	461202103			9/20/2011		4/3/2012	1,021	844				0	177
58	X	INTUIT COM	461202103			5/14/2012		10/11/2012	238	223				0	15
59	X	INTUITIVE SURGICAL INC	46120E602			5/25/2012		1/28/2013	1,157	1,055				0	102
60	X	UIT	464285105			1/1/1901		2/29/2012	16	9				0	7
61	X	UIT	464285105			1/1/1901		3/30/2012	17	9				0	8
62	X	UIT	464285105			1/1/1901		4/30/2012	16	9				0	7
63	X	UIT	464285105			1/1/1901		5/31/2012	16	9				0	7
64	X	UIT	464285105			1/1/1901		6/29/2012	16	9				0	7
65	X	UIT	464285105			1/1/1901		7/31/2012	16	9				0	7
66	X	UIT	464285105			1/1/1901		8/31/2012	16	9				0	7
67	X	UIT	464285105			1/1/1901		9/28/2012	17	8				0	9
68	X	UIT	464285105			1/1/1901		10/31/2012	18	9				0	9

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	348
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	993,599	856,610	136,989
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	UIT	464285105			1/1/1901		11/30/2012	17	9				0	8
70	X	UIT	464285105			1/1/1901		12/31/2012	17	9				0	8
71	X	ISHARES INC MSCI PACIFIC E	464286665			5/15/2009		4/3/2012	563	379				0	184
72	X	ISHARES INC MSCI PACIFIC E	464286665			5/15/2009		10/11/2012	1,842	1,196				0	646
73	X	ISHARES INC MSCI PACIFIC E	464286665			5/15/2009		1/28/2013	4,754	2,860				0	1,894
74	X	ISHARES INC MSCI PACIFIC E	464286665			5/15/2009		1/28/2013	7,616	4,577				0	3,039
75	X	ISHARES INC MSCI PACIFIC E	464286665			11/17/2008		1/28/2013	6,597	3,197				0	3,400
76	X	ISHARES TR MSCI EMERGING	464287234			7/30/2009		4/3/2012	173	144				0	29
77	X	ISHARES TR MSCI EMERGING	464287234			7/30/2009		10/11/2012	786	682				0	104
78	X	ISHARES S&P LATIN AMERICA	464287390			7/30/2009		4/3/2012	48	38				0	10
79	X	ISHARES S&P LATIN AMERICA	464287390			7/30/2009		10/11/2012	428	377				0	51
80	X	ISHARES S&P LATIN AMERICA	464287390			7/30/2009		12/24/2012	19,753	17,204				0	2,549
81	X	ISHARES S&P LATIN AMERICA	464287390			7/31/2009		12/24/2012	3,466	3,003				0	463
82	X	ISHARES MSCI EAFE	464287465			1/27/2009		4/3/2012	274	198				0	76
83	X	ISHARES MSCI EAFE	464287465			1/27/2009		10/11/2012	1,171	871				0	300
84	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		4/3/2012	898	473				0	425
85	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		10/11/2012	2,949	1,577				0	1,372
86	X	ISHARES S&P MIDCAP 400 GR	464287606			3/31/2010		4/3/2012	227	171				0	56
87	X	ISHARES S&P MIDCAP 400 GR	464287606			3/31/2010		10/11/2012	443	342				0	101
88	X	ISHARES S&P MIDCAP 400 GR	464287606			3/31/2010		1/28/2013	32,926	22,935				0	9,991
89	X	ISHARES TR SMALLCAP 600 I	464287804			5/15/2009		4/3/2012	1,157	630				0	527
90	X	ISHARES TR SMALLCAP 600 I	464287804			5/15/2009		5/14/2012	21,662	12,516				0	9,146
91	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		4/3/2012	667	528				0	139
92	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		4/3/2012	9,254	7,332				0	1,922
93	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		10/11/2012	1,725	1,387				0	338
94	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		1/28/2013	11,908	8,719				0	3,189
95	X	CEF ISHARES S&P SMALL CA	464287887			4/16/2009		1/28/2013	25,891	12,278				0	13,613
96	X	CEF ISHARES S&P SMALL CA	464287887			8/14/2009		1/28/2013	32,476	18,570				0	13,906
97	X	CEF ISHARES S&P SMALL CA	464287887			8/17/2009		1/28/2013	3,067	1,696				0	1,371
98	X	CEF ISHARES S&P SMALL CA	464287887			12/3/2009		1/28/2013	30,221	18,026				0	12,195
99	X	CEF ISHARES S&P SMALL CA	464287887			12/21/2009		1/28/2013	32,296	20,299				0	11,997
100	X	ISHARES MSCI EAFE GROWT	464288885			11/18/2010		10/11/2012	679	719				0	-40
101	X	JPMORGAN CHASE & CO	46625H100			3/18/2004		4/3/2012	45	42				0	3
102	X	JPMORGAN CHASE & CO	46625H100			3/18/2004		10/11/2012	209	210				0	-1
103	X	JPMORGAN CHASE & CO	46625H100			3/18/2004		1/28/2013	47	42				0	5
104	X	LAS VEGAS SANDS CORP	517834107			9/20/2011		4/3/2012	820	690				0	130
105	X	LAS VEGAS SANDS CORP	517834107			9/20/2011		10/11/2012	87	99				0	-12
106	X	LAS VEGAS SANDS CORP	517834107			9/20/2011		12/24/2012	4,020	4,287				0	-267
107	X	LAS VEGAS SANDS CORP	517834107			10/21/2011		12/24/2012	2,865	2,631				0	234
108	X	ESTEE LAUDER COMPANIES	518439104			9/20/2011		4/3/2012	313	254				0	59
109	X	ESTEE LAUDER COMPANIES	518439104			5/25/2012		10/11/2012	126	110				0	16
110	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			9/1/2010		4/3/2012	44,842	45,191				0	-349
111	X	MCDONALDS CORP	580135101			6/24/2008		4/3/2012	99	57				0	42
112	X	MCDONALDS CORP	580135101			6/24/2008		8/30/2012	1,953	1,256				0	697
113	X	MCDONALDS CORP	580135101			10/23/2008		8/30/2012	13,759	8,342				0	5,417
114	X	MEDCO HEALTH SOLUTIONS	58405U102			8/4/2008		2/29/2012	8,669	6,271				0	2,398
115	X	MEDCO HEALTH SOLUTIONS	58405U102			9/2/2008		2/29/2012	1,277	916				0	361
116	X	NESTLE S A REGISTERED SH	641069406			10/25/2010		4/3/2012	4,840	4,229				0	611
117	X	NESTLE S A REGISTERED SH	641069406			7/9/2010		4/3/2012	1,383	1,085				0	298
118	X	NESTLE S A REGISTERED SH	641069406			7/9/2010		10/11/2012	196	148				0	48
119	X	NESTLE S A REGISTERED SH	641069406			7/9/2010		1/28/2013	139	99				0	40
120	X	NETAPP INC	64110D104			6/14/2010		4/3/2012	91	81				0	10
121	X	NETAPP INC	64110D104			6/14/2010		10/9/2012	6,670	8,909				0	-2,239
122	X	ORACLE CORPORATION	68389X105			12/20/2010		4/3/2012	117	127				0	-10
123	X	ORACLE CORPORATION	68389X105			12/20/2010		10/11/2012	246	255				0	-9
124	X	PIMCO TOTAL RET FD-INST #	693390700			4/3/2012		1/28/2013	25,316	25,000				0	316
125	X	PRAXAIR INC COM	74005P104			4/29/2008		4/3/2012	230	181				0	49
126	X	PRAXAIR INC COM	74005P104			4/29/2008		10/11/2012	104	91				0	13
127	X	PRAXAIR INC COM	74005P104			4/29/2008		12/20/2012	9,632	8,072				0	1,560
128	X	PRAXAIR INC COM	74005P104			9/2/2008		12/20/2012	216	179				0	37
129	X	PRAXAIR INC COM	74005P104			12/21/2009		12/20/2012	866	644				0	222
130	X	PRECISION CASTPARTS COR	740189105			4/3/2012		10/11/2012	163	172				0	-9
131	X	PRECISION CASTPARTS COR	740189105			4/29/2008		10/11/2012	163	119				0	44
132	X	PUTNAM FLOATING RATE INC	746763226			9/1/2010		4/3/2012	15,698	15,422				0	276
133	X	QUALCOMM INC	747525103			5/13/2011		4/3/2012	2,517	2,120				0	397
134	X	QUALCOMM INC	747525103			5/13/2011		10/11/2012	178	172				0	6
135	X	RACKSPACE HOSTING INC	750086100			5/14/2012		10/11/2012	201	155				0	46
136	X	RALPH LAUREN CORP	751212101			2/29/2012		10/11/2012	312	351				0	-39

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	348
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	993,599	856,610	136,989
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	RIDGEWORTH SEIX HY BD-I	76628T645			9/1/2010		4/3/2012	40,971	40,000				0	971
138	X	SANDISK CORP COM	80004C101			2/29/2012		4/3/2012	50	50				0	0
139	X	SANDISK CORP COM	80004C101			2/29/2012		5/14/2012	4,191	5,791				0	-1,600
140	X	SCHLUMBERGER LTD	806857108			11/10/2010		4/3/2012	1,254	1,343				0	-89
141	X	SCHLUMBERGER LTD	806857108			1/3/2012		4/3/2012	2,090	2,109				0	-19
142	X	SCHLUMBERGER LTD	806857108			1/3/2012		10/11/2012	725	703				0	22
143	X	SCHLUMBERGER LTD	806857108			1/3/2012		1/28/2013	79	70				0	9
144	X	AMEX FINANCIAL SELECT SP	81369Y605			10/9/2012		10/11/2012	624	624				0	0
145	X	STARBUCKS CORP COM	855244109			1/22/2013		1/28/2013	112	110				0	2
146	X	STARWOOD HOTELS & RESO	85590A401			6/10/2011		4/3/2012	112	111				0	1
147	X	STARWOOD HOTELS & RESO	85590A401			6/10/2011		10/11/2012	113	111				0	2
148	X	STARWOOD HOTELS & RESO	85590A401			6/10/2011		12/20/2012	8,417	8,235				0	182
149	X	TRACTOR SUPPLY CO COM	892356106			8/30/2012		10/11/2012	195	192				0	3
150	X	UNION PACIFIC CORP	907818108			4/29/2008		4/3/2012	108	72				0	36
151	X	UNION PACIFIC CORP	907818108			4/29/2008		10/11/2012	121	72				0	49
152	X	UNION PACIFIC CORP	907818108			4/29/2008		1/28/2013	133	72				0	61
153	X	UNIVERSAL HEALTH SVCS IN	913903100			11/18/2011		4/3/2012	1,463	1,364				0	99
154	X	UNIVERSAL HEALTH SVCS IN	913903100			11/18/2011		10/11/2012	46	40				0	6
155	X	UNIVERSAL HEALTH SVCS IN	913903100			11/18/2011		1/22/2013	7,411	5,255				0	2,156
156	X	VANGUARD MSCI EMERGING	922042858			6/21/2011		4/3/2012	307	331				0	-24
157	X	VANGUARD MSCI EMERGING	922042858			6/21/2011		10/11/2012	1,043	1,183				0	-140
158	X	VANGUARD FTSE EMERGING	922042858			2/6/2009		1/28/2013	24,398	12,988				0	11,410
159	X	VANGUARD FTSE EMERGING	922042858			3/5/2009		1/28/2013	12,597	5,726				0	6,871
160	X	VANGUARD FTSE EMERGING	922042858			6/21/2011		1/28/2013	10,519	11,264				0	-745
161	X	VANGUARD FTSE EMERGING	922042858			8/31/2011		1/28/2013	15,249	15,117				0	132
162	X	WATERS CORP	941848103			6/28/2011		4/3/2012	281	282				0	-1
163	X	WATERS CORP	941848103			6/28/2011		5/25/2012	4,682	5,358				0	-676
164	X	WATERS CORP	941848103			2/2/2012		5/25/2012	2,629	2,841				0	-212
165	X	WF ADV ULTRA SH-TRM MUN	949917702			6/15/2011		4/3/2012	200,000	200,000				0	0
166	X	WELLS FARGO ADV S/T MUNI	949921654			8/18/2011		4/3/2012	25,050	25,000				0	50
167	X	WHOLE FOODS MKT INC	966837106			5/14/2012		10/11/2012	292	263				0	29
168	X	ACCENTURE PLC	G1151C101			7/23/2010		2/29/2012	3,942	2,664				0	1,278
169	X	ACCENTURE PLC	G1151C101			7/23/2010		10/11/2012	139	81				0	58
170	X	ACCENTURE PLC	G1151C101			7/23/2010		12/28/2012	12,273	7,507				0	4,766
171	X	COOPER INDUSTRIES PLC NE	G24140108			5/5/2010		4/3/2012	191	147				0	44
172	X	COOPER INDUSTRIES PLC NE	G24140108			12/21/2009		5/25/2012	12,906	7,649				0	5,257
173	X	COOPER INDUSTRIES PLC NE	G24140108			5/5/2010		5/25/2012	1,212	833				0	379

Part I, Line 11 (990-PF) - Other Income

		3,364	3,364	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	2,104	2,104	
2	OMG INCOME	1,260	1,260	

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
1	TAX PREP FEES	600			600

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		808	808	0	0
	Description				
1	FOREIGN TAX WITHHELD	808	808		

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes
		195	195	0	0
	Descnption				
1	ADR FEES	4	4		
2	INVESTMENT EXPENSES	182	182		
3	MINERAL INTEREST FEES	9	9		

Part II, Line 13 (990-PF) - Investments - Other

			1,346,963	1,864,924	2,301,561
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				1,864,924	2,301,561

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	348
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						993,251		0	856,610	138,641	0	0	0	138,641
1	ALLERGAN INC	018490102		12/6/2011	4/3/2012	665		0	589	76	0	0	0	76
2	ALLERGAN INC	018490102		12/6/2011	10/11/2012	93		0	84	9	0	0	0	9
3	AMAZON COM INC COM	023135106		8/25/2009	2/16/2012	2,893		0	1,355	1 538	0	0	0	1 538
4	AMAZON COM INC COM	023135106		8/25/2009	10/11/2012	2,439		0	847	1,592	0	0	0	1,592
5	APPLE INC	037833100		4/29/2008	2/16/2012	6,020		0	2 101	3 919	0	0	0	3 919
6	APPLE INC	037833100		4/3/2012	10/11/2012	630		0	627	3	0	0	0	3
7	APPLE INC	037833100		4/29/2008	10/11/2012	3,777		0	1,050	2,727	0	0	0	2 727
8	ARTIO GLOBAL HIGH INCOME-I 1525	04315J860		9/1/2010	4/3/2012	37,928		0	39,984	-2 056	0	0	0	-2,056
9	CARNIVAL CORP	143658300		8/14/2009	2/2/2012	6,445		0	6 322	123	0	0	0	123
10	CARNIVAL CORP	143658300		11/18/2010	2/2/2012	1,983		0	2 691	-708	0	0	0	-708
11	CATAMARAN CORP	148887102		4/3/2012	10/11/2012	1,111		0	859	252	0	0	0	252
12	CATAMARAN CORP	148887102		4/3/2012	1/28/2013	105		0	78	27	0	0	0	27
13	COMPANHIA DE BEBIDAS-PRF ADR	20441W203		4/1/2011	10/11/2012	281		0	205	76	0	0	0	76
14	COMPANHIA DE BEBIDAS-PRF ADR	20441W203		4/1/2011	1/28/2013	3,934		0	2 545	1 389	0	0	0	1,389
15	CONCHO RESOURCES INC	20605P101		1/3/2012	4/3/2012	206		0	195	11	0	0	0	11
16	CONCHO RESOURCES INC	20605P101		1/3/2012	10/11/2012	93		0	98	-5	0	0	0	-5
17	COSTCO WHOLESALE CORP	22160K105		4/3/2012	10/11/2012	199		0	182	17	0	0	0	17
18	COMPANHIA DE BEBIDAS-PRF ADR	232996512		4/1/2011	6/21/2012	6		0	0	6	0	0	0	6
19	DANAHER CORP	235851102		2/18/2010	4/3/2012	111		0	75	36	0	0	0	36
20	DANAHER CORP	235851102		2/18/2010	10/11/2012	168		0	113	55	0	0	0	55
21	DIAGEO PLC - ADR	25243Q205		4/1/2011	4/3/2012	196		0	154	42	0	0	0	42
22	DIAGEO PLC - ADR	25243Q205		4/1/2011	10/11/2012	113		0	77	36	0	0	0	36
23	DIAGEO PLC - ADR	25243Q205		10/25/2010	1/28/2013	2 686		0	1,729	957	0	0	0	957
24	DIAGEO PLC - ADR	25243Q205		1/10/2011	1/28/2013	1,402		0	902	500	0	0	0	500
25	DIAGEO PLC ADR	25243Q205		1/22/2010	1/28/2013	4,205		0	2,482	1 723	0	0	0	1,723
26	EATON VANCE FLOATING RATE FD-I 9	277911491		6/15/2011	4/3/2012	15 593		0	15 657	-64	0	0	0	-64
27	ECOLAB INC	278865100		9/3/2010	4/3/2012	62		0	49	13	0	0	0	13
28	ECOLAB INC	278865100		9/3/2010	10/11/2012	191		0	148	43	0	0	0	43
29	EXXON MOBIL CORPORATION	30231G102		5/15/2009	2/29/2012	3,234		0	2 068	1,166	0	0	0	1,166
30	EXXON MOBIL CORPORATION	30231G102		1/1/1950	2/29/2012	2,535		0	450	2,085	0	0	0	2,085
31	EXXON MOBIL CORPORATION	30231G102		4/3/2012	10/11/2012	5,846		0	5,500	346	0	0	0	346
32	EXXON MOBIL CORPORATION	30231G102		1/1/1950	10/11/2012	274		0	46	228	0	0	0	228
33	FMC TECHNOLOGIES INC	30249U101		8/6/2010	8/15/2012	10,001		0	6 689	3 312	0	0	0	3 312
34	FMC TECHNOLOGIES INC	30249U101		11/10/2010	8/15/2012	1,698		0	1,411	287	0	0	0	287
35	CELGENE CORP COM	151020104		9/11/2008	4/3/2012	552		0	492	60	0	0	0	60
36	CELGENE CORP COM	151020104		9/11/2008	10/11/2012	234		0	211	23	0	0	0	23
37	COACH INC	189754104		9/20/2011	4/3/2012	770		0	602	168	0	0	0	168
38	COACH INC	189754104		9/20/2011	10/11/2012	54		0	60	-6	0	0	0	-6
39	COCA COLA CO	191216100		4/3/2012	10/11/2012	267		0	258	9	0	0	0	9
40	COGNIZANT TECH SOLUTIONS CRP CO	192446102		5/13/2011	4/3/2012	76		0	77	-1	0	0	0	-1
41	COGNIZANT TECH SOLUTIONS CRP CO	192446102		5/13/2011	1/28/2013	156		0	153	3	0	0	0	3
42	COMPANHIA DE BEBIDAS-PRF ADR	20441W203		4/1/2011	4/3/2012	85		0	58	27	0	0	0	27
43	FMC TECHNOLOGIES INC	30249U101		1/3/2012	8/15/2012	3,208		0	3,572	-364	0	0	0	-364
44	FMC TECHNOLOGIES INC	30249U101		4/3/2012	8/15/2012	283		0	301	-18	0	0	0	-18
45	FASTENAL CO	311900104		1/29/2010	4/3/2012	429		0	167	262	0	0	0	262
46	FASTENAL CO	311900104		1/29/2010	10/11/2012	184		0	83	101	0	0	0	101
47	GOLDMAN SACHS GROUP INC	38141G104		10/25/2010	10/9/2012	9,676		0	12,902	-3,226	0	0	0	-3,226
48	GOOGLE INC	38259P508		4/29/2008	4/3/2012	642		0	559	83	0	0	0	83
49	GOOGLE INC	38259P508		5/22/2008	4/3/2012	642		0	550	92	0	0	0	92
50	HMS HLDGS CORP	40425J101		11/10/2010	4/3/2012	94		0	62	32	0	0	0	32
51	HMS HLDGS CORP	40425J101		11/10/2010	10/11/2012	221		0	164	57	0	0	0	57
52	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/1/2010	1/28/2013	49,087		0	62 436	-13 349	0	0	0	-13,349
53	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/15/2011	1/28/2013	6,217		0	7 374	-1,157	0	0	0	-1,157
54	INTERCONTINENTALEXCHANGE INC	45865V100		4/29/2008	4/3/2012	138		0	152	-14	0	0	0	-14
55	INTERCONTINENTALEXCHANGE INC	45865V100		4/29/2008	10/11/2012	129		0	152	-23	0	0	0	-23
56	INTERCONTINENTALEXCHANGE INC	45865V100		4/29/2008	1/28/2013	135		0	152	-17	0	0	0	-17
57	INTUIT COM	461202103		9/20/2011	4/3/2012	1,021		0	844	177	0	0	0	177
58	INTUIT COM	461202103		5/14/2012	10/11/2012	238		0	223	15	0	0	0	15
59	INTUITIVE SURGICAL INC	46120E602		5/25/2012	1/28/2013	1,157		0	1,055	102	0	0	0	102
60	UIT	464285105		1/1/1901	2/29/2012	16		0	9	7	0	0	0	7
61	UIT	464285105		1/1/1901	3/30/2012	17		0	9	8	0	0	0	8
62	UIT	464285105		1/1/1901	4/30/2012	16		0	9	7	0	0	0	7
63	UIT	464285105		1/1/1901	5/31/2012	16		0	9	7	0	0	0	7
64	UIT	464285105		1/1/1901	6/29/2012	16		0	9	7	0	0	0	7
65	UIT	464285105		1/1/1901	7/31/2012	16		0	9	7	0	0	0	7
66	UIT	464285105		1/1/1901	8/31/2012	16		0	9	7	0	0	0	7
67	UIT	464285105		1/1/1901	9/28/2012	17		0	8	9	0	0	0	9
68	UIT	464285105		1/1/1901	10/31/2012	18		0	9	9	0	0	0	9
69	UIT	464285105		1/1/1901	11/30/2012	17		0	9	8	0	0	0	8
70	UIT	464285105		1/1/1901	12/31/2012	17		0	9	8	0	0	0	8
71	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		5/15/2009	4/3/2012	563		0	379	184	0	0	0	184
72	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		5/15/2009	10/11/2012	1,842		0	1,198	646	0	0	0	646
73	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		5/15/2009	1/28/2013	4,754		0	2 860	1,894	0	0	0	1,894
74	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		5/15/2009	1/28/2013	7,616		0	4,577	3,039	0	0	0	3,039
75	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		11/17/2008	1/28/2013	6 597		0	3,197	3,400	0	0	0	3,400
76	ISHARES TR MSCI EMERGING MARKET	464287234		7/30/2009	4/3/2012	173		0	144	29	0	0	0	29
77	ISHARES TR MSCI EMERGING MARKET	464287234		7/30/2009	10/11/2012	786		0	682	104	0	0	0	104
78	ISHARES S&P LATIN AMERICA 40	464287390		7/30/2009	4/3/2012	48		0	38	10	0	0	0	10
79	ISHARES S&P LATIN AMERICA 40	464287390		7/30/2009	10/11/2012	428		0	377	51	0	0	0	51
80	ISHARES S&P LATIN AMERICA 40	464287390		7/30/2009	12/24/2012	19 753		0	17,204	2 549	0	0	0	2 549
81	ISHARES S&P LATIN AMERICA 40	464287390		7/31/2009	12/24/2012	3 466		0	3,003	463	0	0	0	463
82	ISHARES MSCI EAFE	464287465		1/27/2009	4/3/2012	274		0	198	76	0	0	0	76
83	ISHARES MSCI EAFE	464287465		1/27/2009	10/11/2012	1,171		0	871	300	0	0	0	300
84	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	4/3/2012	898		0	473	425	0	0	0	425

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	348
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						993,251	0	0	856,610	136 641	0	0	0	136,641
85	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	10/11/2012	2,949		0	1,577	1,372	0	0	0	1 372
86	ISHARES S&P MIDCAP 400 GROWTH	464287606		3/31/2010	4/3/2012	227		0	171	56	0	0	0	56
87	ISHARES S&P MIDCAP 400 GROWTH	464287606		3/31/2010	10/11/2012	443		0	342	101	0	0	0	101
88	ISHARES S&P MIDCAP 400 GROWTH	464287606		3/31/2010	1/28/2013	32,926		0	22,935	9 991	0	0	0	9 991
89	ISHARES TR SMALLCAP 600 INDEX FD	464287804		5/15/2009	4/3/2012	1,157		0	630	527	0	0	0	527
90	ISHARES TR SMALLCAP 600 INDEX FD	464287804		5/15/2009	5/14/2012	21,662		0	12,516	9 146	0	0	0	9,146
91	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		9/2/2008	4/3/2012	667		0	528	139	0	0	0	139
92	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		9/2/2008	4/3/2012	9,254		0	7,332	1,922	0	0	0	1,922
93	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		9/2/2008	10/11/2012	1,725		0	1,387	338	0	0	0	338
94	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		9/2/2008	1/28/2013	11,908		0	8,719	3 189	0	0	0	3,189
95	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		4/16/2009	1/28/2013	25,891		0	12 278	13,613	0	0	0	13,613
96	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		8/14/2009	1/28/2013	32,476		0	18 570	13,906	0	0	0	13,906
97	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		8/17/2009	1/28/2013	3,067		0	1,696	1,371	0	0	0	1,371
98	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		12/3/2009	1/28/2013	30 221		0	18 026	12,195	0	0	0	12 195
99	CEF ISHARES S&P SMALL CAP 600 GR(	464287887		12/21/2009	1/28/2013	32 296		0	20 299	11 997	0	0	0	11 997
100	ISHARES MSCI EAFE GROWTH	464288885		11/18/2010	10/11/2012	679		0	719	-40	0	0	0	-40
101	JPMORGAN CHASE & CO	46625H100		3/18/2004	4/3/2012	45		0	42	3	0	0	0	3
102	JPMORGAN CHASE & CO	46625H100		3/18/2004	10/11/2012	209		0	210	-1	0	0	0	-1
103	JPMORGAN CHASE & CO	46625H100		3/18/2004	1/28/2013	47		0	42	5	0	0	0	5
104	LAS VEGAS SANDS CORP	517834107		9/20/2011	4/3/2012	820		0	690	130	0	0	0	130
105	LAS VEGAS SANDS CORP	517834107		9/20/2011	10/11/2012	87		0	99	-12	0	0	0	-12
106	LAS VEGAS SANDS CORP	517834107		9/20/2011	12/24/2012	4,020		0	4,287	-267	0	0	0	-267
107	LAS VEGAS SANDS CORP	517834107		10/21/2011	12/24/2012	2 865		0	2,631	234	0	0	0	234
108	ESTEE LAUDER COMPANIES INC	518439104		9/20/2011	4/3/2012	313		0	254	59	0	0	0	59
109	ESTEE LAUDER COMPANIES INC	518439104		5/25/2012	10/11/2012	126		0	110	16	0	0	0	16
110	LAUDUS MONDRIAN INTL FI-INST 2840	51855Q655		9/1/2010	4/3/2012	44 842		0	45 191	-349	0	0	0	-349
111	MCDONALDS CORP	580135101		6/24/2008	4/3/2012	99		0	57	42	0	0	0	42
112	MCDONALDS CORP	580135101		6/24/2008	8/30/2012	1,953		0	1,256	697	0	0	0	697
113	MCDONALDS CORP	580135101		10/23/2008	8/30/2012	13 759		0	8 342	5 417	0	0	0	5 417
114	MEDCO HEALTH SOLUTIONS INC	58405U102		8/4/2008	2/29/2012	8,669		0	6,271	2 398	0	0	0	2,398
115	MEDCO HEALTH SOLUTIONS INC	58405U102		9/2/2008	2/29/2012	1 277		0	916	361	0	0	0	361
116	NESTLE S A REGISTERED SHARES - A	641069406		10/25/2010	4/3/2012	4 840		0	4,229	611	0	0	0	611
117	NESTLE S A REGISTERED SHARES - A	641069406		7/9/2010	4/3/2012	1 383		0	1 085	298	0	0	0	298
118	NESTLE S A REGISTERED SHARES - A	641069406		7/9/2010	10/11/2012	196		0	148	48	0	0	0	48
119	NESTLE S A REGISTERED SHARES - A	641069406		7/9/2010	1/28/2013	139		0	99	40	0	0	0	40
120	NETAPP INC	64110D104		8/14/2010	4/3/2012	91		0	81	10	0	0	0	10
121	NETAPP INC	64110D104		8/14/2010	10/9/2012	6 670		0	8 909	-2 239	0	0	0	-2 239
122	ORACLE CORPORATION	68389X105		12/20/2010	4/3/2012	117		0	127	-10	0	0	0	-10
123	ORACLE CORPORATION	68389X105		12/20/2010	10/11/2012	246		0	255	-9	0	0	0	-9
124	PIMCO TOTAL RET FD-INST #35	693390700		4/3/2012	1/28/2013	25,316		0	25,000	316	0	0	0	316
125	PRAXAIR INC COM	74005P104		4/29/2008	4/3/2012	230		0	181	49	0	0	0	49
126	PRAXAIR INC COM	74005P104		4/29/2008	10/11/2012	104		0	91	13	0	0	0	13
127	PRAXAIR INC COM	74005P104		4/29/2008	12/20/2012	9,632		0	8,072	1,560	0	0	0	1,560
128	PRAXAIR INC COM	74005P104		9/2/2008	12/20/2012	216		0	179	37	0	0	0	37
129	PRAXAIR INC COM	74005P104		12/21/2009	12/20/2012	866		0	644	222	0	0	0	222
130	PRECISION CASTPARTS CORP	740189105		4/3/2012	10/11/2012	163		0	172	-9	0	0	0	-9
131	PRECISION CASTPARTS CORP	740189105		4/29/2008	10/11/2012	163		0	119	44	0	0	0	44
132	PUTNAM FLOATING RATE INC FUND 1(	746763226		9/1/2010	4/3/2012	15,698		0	15 422	276	0	0	0	276
133	QUALCOMM INC	747525103		5/13/2011	4/3/2012	2,517		0	2,120	397	0	0	0	397
134	QUALCOMM INC	747525103		5/13/2011	10/11/2012	178		0	172	6	0	0	0	6
135	RACKSPACE HOSTING INC	750086100		5/14/2012	10/11/2012	201		0	155	46	0	0	0	46
136	RALPH LAUREN CORP	751212101		2/29/2012	10/11/2012	312		0	351	-39	0	0	0	-39
137	RIDGEWORTH SEIX HY BD-I 5855	76628T645		9/1/2010	4/3/2012	40,971		0	40,000	971	0	0	0	971
138	SANDISK CORP COM	80004C101		2/29/2012	4/3/2012	50		0	50	0	0	0	0	0
139	SANDISK CORP COM	80004C101		2/29/2012	5/14/2012	4,191		0	5,791	-1,600	0	0	0	-1,600
140	SCHLUMBERGER LTD	806857108		11/10/2010	4/3/2012	1,254		0	1,343	-89	0	0	0	-89
141	SCHLUMBERGER LTD	806857108		1/3/2012	4/3/2012	2 090		0	2,109	-19	0	0	0	-19
142	SCHLUMBERGER LTD	806857108		1/3/2012	10/11/2012	725		0	703	22	0	0	0	22
143	SCHLUMBERGER LTD	806857108		1/3/2012	1/28/2013	79		0	70	9	0	0	0	9
144	AMEX FINANCIAL SELECT SPDR	81369Y605		10/9/2012	10/11/2012	624		0	624	0	0	0	0	0
145	STARBUCKS CORP COM	855244109		1/22/2013	1/28/2013	112		0	110	2	0	0	0	2
146	STARWOOD HOTELS & RESORTS WOR	85590A401		8/10/2011	4/3/2012	112		0	111	1	0	0	0	1
147	STARWOOD HOTELS & RESORTS WOR	85590A401		8/10/2011	10/11/2012	113		0	111	2	0	0	0	2
148	STARWOOD HOTELS & RESORTS WOR	85590A401		8/10/2011	12/20/2012	8 417		0	8 235	182	0	0	0	182
149	TRACTOR SUPPLY CO COM	892356106		8/30/2012	10/11/2012	195		0	192	3	0	0	0	3
150	UNION PACIFIC CORP	907818108		4/29/2008	4/3/2012	108		0	72	36	0	0	0	36
151	UNION PACIFIC CORP	907818108		4/29/2008	10/11/2012	121		0	72	49	0	0	0	49
152	UNION PACIFIC CORP	907818108		4/29/2008	1/28/2013	133		0	72	61	0	0	0	61
153	UNIVERSAL HEALTH SVCS INC CL B	913903100		11/18/2011	4/3/2012	1,463		0	1,364	99	0	0	0	99
154	UNIVERSAL HEALTH SVCS INC CL B	913903100		11/18/2011	10/11/2012	46		0	40	6	0	0	0	6
155	UNIVERSAL HEALTH SVCS INC CL B	913903100		11/18/2011	1/22/2013	7,411		0	5,255	2 156	0	0	0	2,156
156	VANGUARD MSCI EMERGING MARKET!	922042858		6/21/2011	4/3/2012	307		0	331	-24	0	0	0	-24
157	VANGUARD MSCI EMERGING MARKET!	922042858		6/21/2011	10/11/2012	1,043		0	1,183	-140	0	0	0	-140
158	VANGUARD FTSE EMERGING MARKET!	922042858		2/6/2009	1/28/2013	24,398		0	12 988	11,410	0	0	0	11,410
159	VANGUARD FTSE EMERGING MARKET!	922042858		3/5/2009	1/28/2013	12 597		0	5,726	6,871	0	0	0	6,871
160	VANGUARD FTSE EMERGING MARKET!	922042858		6/21/2011	1/28/2013	10 519		0	11,264	-745	0	0	0	-745
161	VANGUARD FTSE EMERGING MARKET!	922042858		8/31/2011	1/28/2013	15 249		0	15,117	132	0	0	0	132
162	WATERS CORP	941848103		6/28/2011	4/3/2012	281		0	282	-1	0	0	0	-1
163	WATERS CORP	941848103		6/28/2011	5/25/2012	4 682		0	5,358	-676	0	0	0	-676
164	WATERS CORP	941848103		2/2/2012	5/25/2012	2 629		0	2 841	-212	0	0	0	-212
165	WF ADV ULTRA SH-TRM MUNI INC-I 31	949917702		6/15/2011	4/3/2012	200 000		0	200 000	0	0	0	0	0
166	WELLS FARGO ADV S/T MUNI-INS 3161	949921654		8/18/2011	4/3/2012	25,050		0	25,000	50	0	0	0	50
167	WHOLE FOODS MKT INC	966837106		5/14/2012	10/11/2012	292		0	263	29	0	0	0	29
168	ACCENTURE PLC	G1151C101		7/23/2010	2/29/2012	3 942		0	2,664	1,278	0	0	0	1,278

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	348
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						993,251	0	0	856,610	138,641	0	0	0	138,641
169	ACCENTURE PLC	G1151C101		7/23/2010	10/11/2012	139		0	81	58	0	0	0	58
170	ACCENTURE PLC	G1151C101		7/23/2010	12/28/2012	12 273		0	7 507	4 766	0	0	0	4 766
171	COOPER INDUSTRIES PLC NEW IRELA	G24140108		5/5/2010	4/3/2012	191		0	147	44	0	0	0	44
172	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/21/2009	5/25/2012	12 906		0	7 649	5 257	0	0	0	5 257
173	COOPER INDUSTRIES PLC NEW IRELA	G24140108		5/5/2010	5/25/2012	1 212		0	833	379	0	0	0	379

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										49,095	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		CO-TRUSTEE	4 00	31,095	0	0
2	GERARD G STAFFORD, JR		7606 BURNING HILLS DR	HOUSTON	TX	77071-1413		CO-TRUSTEE	1 00	9 000		
3	NANCY S ROBINSON		1 LONG TIMBERS LANE	HOUSTON	TX	77024		CO-TRUSTEE	1 00	9,000		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	271
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	271

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	85,784
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	85,784

MANNING FOUNDATION TRUST
70877600

					FMV	COST
Cash	70877600	76-6105634			$0.00	$0.00
Invest - Corp Bonds	70877600	76-6105634	38143UCM1	MLN GOLDMAN SACHS GROUP INC 5/07/13	$32,007.85	$35,000.00
Invest - Corp Stock	70877600	76-6105634	008252108	AFFILIATED MANAGERS GROUP, INC COM	$19,718.41	$12,413.20
Invest - Corp Stock	70877600	76-6105634	018490102	ALLERGAN INC	$15,541.48	$12,398.15
Invest - Corp Stock	70877600	76-6105634	023135106	AMAZON COM INC COM	$16,461.00	$5,250.44
Invest - Corp Stock	70877600	76-6105634	037833100	APPLE INC	$32,795.28	$12,595.58
Invest - Corp Stock	70877600	76-6105634	151020104	CELGENE CORP COM	$18,010.72	$11,843.30
Invest - Corp Stock	70877600	76-6105634	156782104	CERNER CORP COM	$12,052.30	$10,809.13
Invest - Corp Stock	70877600	76-6105634	192446102	COGNIZANT TECH SOLUTIONS CRP COM	$14,697.84	$13,344.37
Invest - Corp Stock	70877600	76-6105634	235851102	DANAHER CORP	$13,004.81	$8,191.06
Invest - Corp Stock	70877600	76-6105634	25243Q205	DIAGEO PLC - ADR	$11,572.10	$6,687.62
Invest - Corp Stock	70877600	76-6105634	278865100	ECOLAB INC	$12,814.80	$8,748.89
Invest - Corp Stock	70877600	76-6105634	311900104	FASTENAL CO	$13,314.24	$5,579.31
Invest - Corp Stock	70877600	76-6105634	461202103	INTUIT COM	$9,606.52	$7,950.96
Invest - Corp Stock	70877600	76-6105634	518439104	ESTEE LAUDER COMPANIES INC	$11,332.98	$9,801.80
Invest - Corp Stock	70877600	76-6105634	637071101	NATIONAL OILWELL INC COM	$14,457.30	$14,282.37
Invest - Corp Stock	70877600	76-6105634	641069406	NESTLE S.A. REGISTERED SHARES - ADR	$11,110.56	$7,789.87
Invest - Corp Stock	70877600	76-6105634	68389X105	ORACLE CORPORATION	$16,725.21	$12,871.54
Invest - Corp Stock	70877600	76-6105634	747525103	QUALCOMM INC	$12,873.90	$11,150.55
Invest - Corp Stock	70877600	76-6105634	806857108	SCHLUMBERGER LTD	$16,312.45	$8,748.15
Invest - Corp Stock	70877600	76-6105634	855244109	STARBUCKS CORP COM	$7,407.84	$7,266.73
Invest - Corp Stock	70877600	76-6105634	892356106	TRACTOR SUPPLY CO COM	$10,885.35	$9,786.38
Invest - Corp Stock	70877600	76-6105634	907818108	UNION PACIFIC CORP	$23,005.50	$12,537.60
Invest - Corp Stock	70877600	76-6105634	966837106	WHOLE FOODS MKT INC	$12,993.75	$11,842.17
Invest - Corp Stock	70877600	76-6105634	191216100	COCA COLA CO	$10,613.40	$9,942.14
Invest - Corp Stock	70877600	76-6105634	740189105	PRECISION CASTPARTS CORP	$16,139.20	$10,364.27
Invest - Corp Stock	70877600	76-6105634	22160K105	COSTCO WHOLESALE CORP	$9,005.92	$7,517.30
Invest - Corp Stock	70877600	76-6105634	30231G102	EXXON MOBIL CORPORATION	$17,544.15	$3,022.50
Invest - Corp Stock	70877600	76-6105634	015351109	ALEXION PHARMACEUTICALS INC	$9,399.00	$9,556.30
Invest - Corp Stock	70877600	76-6105634	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	$12,894.44	$8,014.06
Invest - Corp Stock	70877600	76-6105634	189754104	COACH INC	$8,721.00	$10,283.53
Invest - Corp Stock	70877600	76-6105634	61166W101	MONSANTO CO NEW	$15,101.15	$11,775.12

Invest - Corp Stock	70877600	76-6105634	46625H100	JPMORGAN CHASE & CO	$14,397.30	$12,637.95
Invest - Corp Stock	70877600	76-6105634	084670702	BERKSHIRE HATHAWAY INC.	$13,279.41	$12,188.89
Invest - Corp Stock	70877600	76-6105634	40425J101	HMS HLDGS CORP	$11,149.34	$7,754.63
Invest - Corp Stock	70877600	76-6105634	741503403	PRICELINE COM INC	$11,652.99	$8,647.24
Invest - Corp Stock	70877600	76-6105634	46120E602	INTUITIVE SURGICAL INC	$11,487.60	$10,285.66
Invest - Corp Stock	70877600	76-6105634	38259P508	GOOGLE INC	$27,960.53	$19,471.11
Invest - Corp Stock	70877600	76-6105634	751212101	RALPH LAUREN CORP	$9,156.40	$9,090.97
Invest - Corp Stock	70877600	76-6105634	45865V100	INTERCONTINENTALEXCHANGE INC	$14,707.50	$12,218.01
Invest - Corp Stock	70877600	76-6105634	169656105	CHIPOTLE MEXICAN GRILL INC	$11,359.37	$10,979.07
Invest - Corp Stock	70877600	76-6105634	G3157S106	ENSCO PLC-CL A	$17,036.76	$15,092.65
Invest - Corp Stock	70877600	76-6105634	148887102	CATAMARAN CORP	$11,000.68	$8,281.20
Invest - Corp Stock	70877600	76-6105634	609207105	MONDELEZ INTERNATIONAL INC	$12,950.14	$12,954.75
Invest - Corp Stock	70877600	76-6105634	20605P101	CONCHO RESOURCES INC	$10,672.74	$10,715.80
Invest - Corp Stock	70877600	76-6105634	88076W103	TERADATA CORP	$10,465.62	$9,776.68
Invest - Corp Stock	70877600	76-6105634	750086100	RACKSPACE HOSTING INC	$16,350.95	$11,177.44
Invest - Other	70877600	76-6105634	256210105	DODGE & COX INCOME FD COM #147	$40,945.35	$40,000.00
Invest - Other	70877600	76-6105634	589509108	MERGER FD SH BEN INT #260	$59,674.08	$60,190.14
Invest - Other	70877600	76-6105634	693390841	PIMCO HIGH YIELD FD-INST #108	$52,099.03	$50,000.00
Invest - Other	70877600	76-6105634	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$21,581.11	$21,000.00
Invest - Other	70877600	76-6105634	81369Y605	AMEX FINANCIAL SELECT SPDR	$36,185.16	$31,058.54
Invest - Other	70877600	76-6105634	464287804	ISHARES CORE S&P SMALL-CAP E	$134,042.08	$135,400.67
Invest - Other	70877600	76-6105634	46625H365	JP MORGAN ALERIAN MLP INDEX	$44,990.40	$35,952.70
Invest - Other	70877600	76-6105634	464287507	ISHARES CORE S&P MIDCAP ETF	$204,017.00	$115,689.76
Invest - Other	70877600	76-6105634	464287465	ISHARES MSCI EAFE	$87,644.28	$65,058.31
Invest - Other	70877600	76-6105634	464286665	ISHARES INC MSCI PACIFIC EX-JAPAN	$86,407.09	$41,626.47
Invest - Other	70877600	76-6105634	72201F516	PIMCO EMERGING LOCAL BOND IS #332	$94,033.36	$90,767.58
Invest - Other	70877600	76-6105634	464287234	ISHARES TR MSCI EMERGING MARKETS	$128,577.22	$114,898.91
Invest - Other	70877600	76-6105634	464287176	ISHARES BARCLAYS TIPS BOND FUND	$183,706.38	$175,471.70
Invest - Other	70877600	76-6105634	123998007	CHAMBERS STREET PROPERTIES	$108,695.65	$87,173.22
Invest - Other	70877600	76-6105634	922908553	VANGUARD REIT VIPER	$15,290.24	$12,898.03
Invest - Other	70877600	76-6105634	00203H859	AQR MANAGED FUTURES STR-I	$63,655.46	$60,000.00
Invest - Other	70877600	76-6105634	464285105	ISHARES GOLD TRUST	$79,995.60	$43,833.67
Invest - Other	70877600	76-6105634	464288885	ISHARES MSCI EAFE GROWTH	$36,612.45	$33,787.60
Invest - Other	70877600	76-6105634	03027X100	AMERICAN TOWER CORP	$9,899.50	$6,812.73

Invest - Other	70877600	76-6105634	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$66,958.23	$53,531.80
Invest - Other	70877600	76-6105634	367829884	GATEWAY FUND - Y #1986	$50,127.15	$50,000.00
Invest - Other	70877600	76-6105634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$34,673.41	$41,132.31
Other Assets	70877600	76-6105634	MI0147527	TX WHART 5312.694 AC A21,657,266,17	$1.00	$1.00
Other Assets	70877600	76-6105634	MI0147584	TX BRAZ 20AZ HOOPER & WADE	$1.00	$1.00
Other Assets	70877600	76-6105634	MI0147592	TX COL 5136 AC 151/379	$1.00	$1.00
Savings & Temp Inv	70877600	76-6105634	VP0528308	FEDERATED TREAS OBL FD 68	$15,601.19	$15,601.19
Savings & Temp Inv	70877600	76-6105634	VP0528308	FEDERATED TREAS OBL FD 68	$3,995.44	$3,995.44
				TOTAL CASH AND EQUIV	**$19,596.63**	**$19,596.63**
				TOTAL OTHER INV	**$2,301,561.01**	**$1,864,923.58**
				TOTAL	**$2,321,157.64**	**$1,884,520.21**